

# Memorandum

MIAMI-DADE  
COUNTY

**Date:** July 10, 2007

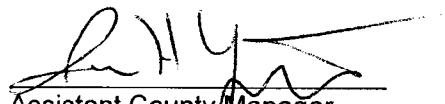
Agenda Item No. 1(D)1

**To:** Honorable Chairman Bruno A. Barreiro and  
Members, Board of County Commissioners

**From:** George M. Burgess  
County Manager

**Subject:** Sunset Review of County Boards for 2007 – Vizcaya Museum and Gardens Trust

In accordance with the provisions of Section 2-11.40 of the Code of Miami-Dade County, I am transmitting the 2007 Sunset Review of County Boards Report for the Vizcaya Museum and Gardens Trust. The Board approved the attached report at its meeting of January 10, 2007 and has recommended the continuation of its board.

  
Assistant County Manager

**Date:** March 26, 2007  
**To:** George M. Burgess, County Manager  
**From:** Jeffrey A. Rynor  
Chairperson, Vizcaya Museum and Gardens Trust  
**Subject:** Sunset Review of County Boards for 2007 – Vizcaya Museum and Gardens Trust

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Pursuant to Section 2-11.40 of the Code of Miami-Dade County, I am submitting the 2007 Sunset Review of County Boards Report for the Vizcaya Museum and Gardens Trust for transmittal to the Board of County Commissioners (BCC). The Board approved the attached report at its meeting of January 10, 2007.

It is recommended that the BCC approve the continuation of the Vizcaya Museum and Gardens Trust.

#### **BACKGROUND**

The Vizcaya Museum and Gardens Trust was created by Miami-Dade County Ordinance No. 98-112, adopted on July 21, 1998 and amended on October 3, 2000.

At that time, the Board of County Commissioners stated that it is in the interest of County residents and visitors that Vizcaya Museum and Gardens is operated, maintained, restored, preserved and accredited by the American Association of Museums as a museum of fine arts of national stature. It was further stated that among the essential conditions of American Association of Museums accreditation is a governance structure which advocates for and advances the institutional mission. The Trust was created to fulfill, and continues to fulfill, this requirement. The Vizcaya Museum and Gardens Trust recommends its continuation in order to continue serving current community needs and to strengthen ties to the local community in the coming years.

The Chairperson and its members approved the Annual Sunset Report at its meeting of January 10, 2007 and staff concurs.



Jeffrey A. Rynor  
Vizcaya Museum and Gardens Trust Chairperson

**SUNSET REVIEW QUESTIONNAIRE  
MIAMI-DADE COUNTY BOARDS  
2007**

**I. GENERAL INFORMATION**

1. Name of Board reporting: The Vizcaya Museum and Gardens Trust
2. Indicate number of board members, terms of office, and number of vacancies:

Number of Board Members: 24

Terms of Office: Staggered 3 year terms

Number of Vacancies: 1

3. Identify number of meetings and members' attendance (Attach records reflecting activity from **Jan. 1, 2005** through **December 31, 2006**):

Number of Meetings: 13

Number of Meetings with a Quorum: 13

Attendance Records: See Attachment 1

4. What is the source of your funding? Vizcaya Museum and Gardens
5. Date of Board Creation: July 21, 1998
6. Attach a copy of the ordinance creating the Board (Please include all subsequent amendments). See Attachment 2
7. Include the Board's Mission Statement or state its purpose:

Vizcaya Museum and Gardens is a National Historic Landmark that preserves the Miami estate of agricultural industrialist James Deering to engage our community and its visitors in learning through the arts, history and the environment

8. Attach the Board's standard operating procedures, if any. N/A
9. Attach a copy of the Board's By-Laws, if any.  
See Attachment 3
10. Attach a copy of the Board minutes approving the Sunset Review Questionnaire, **including a vote of the membership**.  
See Attachment 4
11. Include a diskette, saved as ASCII or Rich Text Format (RTF), of the County Manager's transmittal memorandum to the Board of County Commissioners with the Board's recommendation.

**SUNSET REVIEW QUESTIONNAIRE  
MIAMI-DADE COUNTY BOARDS  
2007**

**II. EVALUATION CRITERIA**

1. Is the Board serving the purpose for which it was created? Yes, the Vizcaya Museum and Gardens Trust continues to serve the purpose for which it was created. The Trust met 7 times during calendar year 2005 and 6 times during calendar year 2006. Additional subcommittees have been established to work on specific tasks as defined by Miami-Dade Ordinance No. 98-112.
2. Is the Board serving current community needs? The board continues to serve current community needs and is endeavoring to strengthen the ties to the local community, primarily through new programming, in the coming years.
3. What are the Board's major accomplishments?
  - a. Major accomplishments of the Vizcaya Museum and Gardens Trust during the last 24 months include:

With staff created a revised mission statement for the museum and sought and received approval of the statement by the Board of County Commissioners; approved of the development concepts of the Master Plan and sought and received approval of the short-term development plans by the Board of County Commissioners; accepted Phase 3 report (attendance, operating revenue & expense projections) from the Master Planning firm; through RFP 495 contracted with new Café and Shop operator for a 5-year term; approved a vision statement for the museum; approved a 3-year contract extension with the Volunteer Guides and a 1-year extension with the Vizcayans; approved amendments to the Vizcayans by-laws pertaining to their structure and fundraising capacity; through the Advancement division of the museum applied for and received grant awards from the Cultural Affairs Department, the State of Florida Division of Cultural Affairs and other private organizations; participated in the highly successful Talks and Tours program to broaden the circle of friends of Vizcaya; heightened marketing of the museum and its new programs, particularly to local audiences; through the Learning division introduced an increased number of programs with a focus on repeat local audiences; with all staff welcomed over 13,000 visitors to our three Free Sundays each of which had a Vizcaya-related theme and entertainment for visitors of all ages; through the Finance & Administration and Collections and Curatorial Affairs divisions re-opened Vizcaya in a few short days following the devastating hurricanes of 2005; completed nearly all hurricane repairs in less than one year.

- b. Additional accomplishments of the Vizcaya Museum and Gardens Trust since established include:

**SUNSET REVIEW QUESTIONNAIRE**  
**MIAMI-DADE COUNTY BOARDS**  
**2007**

In addition to the accomplishments of the Trust the past two years, major accomplishments of the Trust since established include their assumption of expanded responsibility to govern Vizcaya; worked closely with staff to obtain subsequent accreditation with the American Association of Museums; and approved of a comprehensive Master Plan encompassing the entire estate;

4. Is there any other board, either public or private, which would better serve the function of this board? There are no other boards, either public or private, which would better serve the function of this board.
5. Should the ordinance creating the Board be amended to better enable the Board to serve the purpose for which it was created? (Attach proposed changes, if answer is "Yes") Careful review of the ordinance creating the Vizcaya Museum and Gardens Trust is underway to determine if modest amendments are needed to better enable the board to serve the purpose for which it was created.
6. Should the Board's membership requirements be modified? Membership requirements and qualifications for the Vizcaya Museum and Gardens Trust do not need to be modified.
7. What is the operating cost of the Board, both direct and indirect (Report on FY 2004 and FY 2005)? Less than \$1,000 per fiscal year.
8. Describe the Board's performance measures developed to determine its own effectiveness in achieving its stated goals. The Vizcaya Museum and Gardens Trust measures the organization's effectiveness through evaluation of the Executive Director relative to the museum's business plan and the performance measures stated therein. Additional Trust-specific performance measures have not yet been adopted.

January 12, 2005

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Barbier, Gloria			X	
2	Blumberg, Max		X		
3	(Bonzon) VACANT				
4	Cole, Carlton	X			
5	de Agüero, Richard	X			
6	Del Rosario, Rose M.		X		
7	Fields, Dorothy J.			X	
8	Gonzalez, Yasmine	X			
9	Greene, Rose Ellen		X		
10	Hudak, Alina Tejeda	X			
11	Jones, Cathy	X			
12	Kelsey, David		X		
13	Kress, Donald		X		
14	Lopez, Jorge Luis		X		
15	(Machado) VACANT				
16	Meyersohn, William	X			
17	Murphy, James	X			
18	Parks, Arva Moore		X		
19	Robinson, Gwendolyn			X	
20	Rodriguez, Vivian D.			X	
21	Rynor, Jeffrey	X			
22	Solares, Irma Reboso	X			
23	Sugranes, Rosa			X	
24	Volsky, George	X			

March 16, 2005

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	(Bonzon) VACANT				
2	(Del Rosario) VACANT				
3	(Machado) VACANT				
4	Benitez, Manuel		X		
5	Blumberg, Max	X			
6	Cole, Carlton	X			
7	de Agüero, Richard	X			
8	Fields, Dorothy J.			X	
9	Gonzalez, Yasmine	X			
10	Greene, Rose Ellen		X		
11	Jones, Cathy		X		
12	Kelsey, David	X			
13	Kress, Donald	X			
14	Lopez, Jorge Luis		X		
15	Meyersohn, William	X			
16	Muñoz, Alex		X		
17	Murphy, James	X			
18	Parks, Arva Moore	X			
19	Robinson, Gwendolyn	X			
20	Rodriguez, Vivian D.		X		
21	Rynor, Jeffrey	X			
22	Solares, Irma Reboso	X			
23	Sugranes, Rosa			X	
24	Volsky, George	X			

May 11, 2005

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Benitez, Manuel		X		
2	Blumberg, Max			X	
3	Cole, Carlton	X			
4	de Agüero, Richard	X			
5	Fields, Dorothy J.			X	
6	Fuentes, Jose			X	
7	Gonzalez, Yasmine	X			
8	Jones, Cathy	X			
9	Kelsey, David			X	
10	Kress, Donald			X	
11	Lopez, Jorge Luis		X		
12	Meyersohn, William	X			
13	Muñoz, Alex			X	
14	Murphy, James	X			
15	Parks, Arva Moore	X			
16	Robinson, Gwendolyn		X		
17	Rodriguez, Vivian D.			X	
18	Rynor, Jeffrey	X			
19	Solares, Irma Reboso	X			
20	Volsky, George	X			
21	Vacancy				
22	Vacancy				
23	Vacancy				
24	Vacancy				



July 13, 2005

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Benitez, Manuel			X	
2	Bisbing, Mark	X			
3	Blumberg, Max	X			
4	Bolaños, Frank		X		
5	Cole, Carlton	X			
6	de Agüero, Richard	X			
7	Fields, Dorothy J.			X	
8	Fuentes, Jose			X	
9	Gonzalez, Yasmine	X			
10	Jones, Cathy	X			
11	Kelsey, David	X			
12	Kress, Donald	X			
13	Lopez, Jorge Luis	X			
14	Meyersohn, William	X			
15	Muñoz, Alex		X		
16	Murphy, James	X			
17	Parks, Arva Moore	X			
18	Robinson, Gwendolyn		X		
19	Rodriguez, Vivian D.			X	
20	Rynor, Jeffrey	X			
21	Solares, Irma Reboso	X			
22	Volsky, George	X			
23	Vacancy				
24	Vacancy				

August 31, 2005

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Benitez, Manuel			X	
2	Bisbing, Mark		X		
3	Blumberg, Max		X		
4	Bolaños, Frank	X			
5	Cole, Carlton	X			
6	de Agüero, Richard	X			
7	Fields, Dorothy J.			X	
8	Fuentes, Jose			X	
9	Gonzalez, Yasmine	X			
10	Jones, Cathy		X		
11	Kelsey, David		X		
12	Kress, Donald	X			
13	Lopez, Jorge Luis	X			
14	Meyersohn, William	X			
15	Muñoz, Alex		X		
16	Murphy, James		X		
17	Parks, Arva Moore	X			
18	Robinson, Gwendolyn		X		
19	Rodriguez, Vivian D.		X		
20	Rynor, Jeffrey	X			
21	Solares, Irma Reboso	X			
22	Volsky, George		X		
23	Vacancy				
24	Vacancy				

September 14, 2005

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Benitez, Manuel		X		
2	Bisbing, Mark	X			
3	Blumberg, Max	X			
4	Bolaños, Frank	X			
5	Cole, Carlton	X			
6	de Agüero, Richard	X			
7	Fields, Dorothy J.			X	
8	Fuentes, Jose			X	
9	Gonzalez, Yasmine	X			
10	Jones, Cathy	X			
11	Kelsey, David		X		
12	Kress, Donald	X			
13	Lopez, Jorge Luis	X			X
14	Meyersohn, William	X			
15	Muñoz, Alex			X	
16	Murphy, James	X			
17	Parks, Arva Moore	X			
18	Robinson, Gwendolyn		X		
19	Rodriguez, Vivian D.			X	
20	Rynor, Jeffrey		X		
21	Solares, Irma Reboso	X			
22	Volsky, George	X			
23	Vacancy				
24	Vacancy				

November 16, 2005

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Benitez, Manuel		X		
2	Bisbing, Mark		X		
3	Blumberg, Max	X			
4	Bolaños, Frank		X		
5	Cole, Carlton	X			
6	de Agüero, Richard	X			
7	Fields, Dorothy J.			X	
8	Fuentes, Jose			X	
9	Gonzalez, Yasmine	X			
10	Jones, Cathy	X			
11	Kelsey, David	X			
12	Kress, Donald	X			
13	Lopez, Jorge Luis		X		
14	Meyersohn, William	X			
15	Muñoz, Alex	X			
16	Murphy, James	X			
17	Parks, Arva Moore	X			
18	Robinson, Gwendolyn	X			
19	Rodriguez, Vivian D.			X	
20	Rynor, Jeffrey	X			
21	Solares, Irma Reboso	X			
22	Volsky, George	X			
23	Vacancy				
24	Vacancy				

January 11, 2006

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Benitez, Manuel		X		
2	Bisbing, Mark	X			
3	Blumberg, Max		X		
4	Bolaños, Frank		X		
5	Cole, Carlton	X			
6	de Agüero, Richard	X			
7	Fields, Dorothy J.			X	
8	Fuentes, Jose		X		
9	Gonzalez, Yasmine	X			
10	Jones, Cathy		X		
11	Kelsey, David		X		
12	Kress, Donald		X		
13	Lopez, Jorge Luis		X		
14	Meyersohn, William	X			
15	Migoya, Carlos		X		
16	Muñoz, Alex			X	
17	Murphy, James	X			
18	Parks, Arva Moore	X			
19	Robinson, Gwendolyn		X		
20	Rodriguez, Vivian D.			X	
21	Rynor, Jeffrey	X			
22	Solares, Irma Reboso		X		
23	Volsky, George	X			
24	Vacancy				

April 5, 2006

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Bisbing, Mark	X			
2	Blumberg, Max		X		
3	Bolaños, Frank		X		
4	Cole, Carlton	X			
5	de Agüero, Richard	X			
6	Fields, Dorothy J.		X		
7	Fuentes, Jose			X	
8	Gonzalez, Yasmine	X			
9	Jones, Cathy		X		
10	Kelsey, David	X			
11	Kress, Donald	X			
12	Lopez, Jorge Luis	X			
13	Meyersohn, William		X		
14	Migoya, Carlos			X	
15	Muñoz, Alex		X		
16	Murphy, James	X			
17	Parks, Arva Moore	X			
18	Robinson, Gwendolyn			X	
19	Rodriguez, Vivian D.			X	
20	Rynor, Jeffrey	X			
21	Solares, Irma Reboso	X			
22	Valdes, Reinaldo	X			
23	Volsky, George	X			
24	Vacancy				

May 10, 2006

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Bisbing, Mark		X		
2	Blumberg, Max		X		
3	Bolaños, Frank		X		
4	Cole, Carlton	X			
5	de Agüero, Richard	X			
6	Fields, Dorothy J.			X	
7	Fuentes, Jose			X	
8	Jones, Cathy	X			
9	Kelsey, David		X		
10	Kress, Donald	X			
11	Lopez, Jorge Luis		X		
12	Meyersohn, William	X			
13	Migoya, Carlos			X	
14	Muñoz, Alex	X			
15	Murphy, James	X			
16	Parks, Arva Moore		X		
17	Robinson, Gwendolyn		X		
18	Rodriguez, Vivian D.			X	
19	Rynor, Jeffrey	X			
20	Simpson, Eleanor	X			
21	Solares, Irma Reboso	X			
22	Valdes, Reinaldo	X			
23	Volsky, George	X			
24	Vacancy				

July 12, 2006

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Bisbing, Mark		X		
2	Blumberg, Max		X		
3	Bolaños, Frank		X		
4	Cole, Carlton	X			
5	de Agüero, Richard	X			
6	Fields, Dorothy J.	X			
7	Fuentes, Jose			X	
8	Jones, Cathy	X			
9	Kelsey, David		X		
10	Kress, Donald	X			
11	Lopez, Jorge Luis	X			
12	Meyersohn, William	X			
13	Migoya, Carlos			X	
14	Muñoz, Alex		X		
15	Murphy, James		X		
16	Parks, Arva Moore		X		
17	Rodriguez, Vivian D.			X	
18	Rynor, Jeffrey	X			
19	Simpson, Eleanor	X			
20	Solares, Irma Reboso	X			
21	Valdes, Reinaldo	X			
22	Volsky, George	X			
23	Vacancy				
24	Vacancy				



September 13, 2006

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Bisbing, Mark		X		
2	Blumberg, Max		X		
3	Bolaños, Frank		X		
4	Cole, Carlton	X			
5	de Agüero, Richard	X			
6	Fields, Dorothy J.	X			
7	Fuentes, Jose		X		
8	Jones, Cathy	X			
9	Kelsey, David	X			
10	Kress, Donald		X		
11	Lopez, Jorge Luis	X			
12	Meyersohn, William	X			
13	Muñoz, Alex		X		
14	Murphy, James	X			
15	Parks, Arva Moore	X			
16	Rodriguez, Vivian D.			X	
17	Rynor, Jeffrey	X			
18	Simpson, Eleanor	X			
19	Solares, Irma Reboso	X			
20	Valdes, Reinaldo	X			
21	Volsky, George	X			
22	Vacancy				
23	Vacancy				
24	Vacancy				

November 8, 2006

	MEMBERS	PRESENT	EXCUSED	ABSENT	PRESENT LESS THAN 75% OF MTG.
1	Bisbing, Mark	X			
2	Blumberg, Max	X			
3	Bolaños, Frank			X	
4	Cole, Carlton	X			
5	de Agüero, Richard	X			
6	Fields, Dorothy J.			X	
7	Fuentes, Jose			X	
8	Jones, Cathy	X			
9	Kress, Donald	X			
10	Lopez, Jorge Luis		X		
11	Meyersohn, William	X			
12	Muñoz, Alex			X	
13	Parks, Arva Moore	X			
14	Quintero, Norma A.	X			
15	Rodríguez, Vivian D.			X	
16	Rynor, Jeffrey	X			
17	Simpson, Eleanor	X			
18	Solares, Irma Reboso		X		
19	Valdes, Reinaldo	X			
20	Varela, Ana Moran	X			
21	Volsky, George	X			
22	Vacancy				
23	Vacancy				
24	Vacancy				

## ARTICLE LXXXI. VIZCAYA GARDENS AND MUSEUM TRUST

### Sec. 2-1111. Creation of the Vizcaya Museum and Gardens Trust.

There is hereby created and established as an agency and instrumentality of Miami-Dade County a revocable trust which shall be named and known as the Vizcaya Museum and Gardens Trust (hereinafter referred to as "the Trust").

(Ord. No. 98-112, § 1, 7-21-98)

### Sec. 2-1112. Designated facilities.

A. *Facilities designated as Vizcaya Museum and Gardens.* As used herein, the term "Vizcaya Museum and Gardens" shall include:

- (1) That certain real property acquired by the County on November 1, 1952 by Warranty Deed, recorded in the public records of Miami-Dade County at Book 3673, Pages 64-69 (main house and surrounding gardens), subject to certain restrictive covenants;
- (2) That certain real property acquired by the County on November 9, 1955 by Warranty Deed, recorded in the public records of Miami-Dade County at Book 4193, Pages 345-351 (Vizcaya Farm Village and surrounding property), subject to certain restrictive covenants; and
- (3) That certain personal property and art objects located in 1952 in the main residential building of Vizcaya, James Deering Estate and subsequently acquired by Miami-Dade County.

(Ord. No. 98-112, § 2, 7-21-98)

### Sec. 2-1113. Governing body.

A. *Members.* The governing body of the Trust shall be a Board of Trustees composed of twenty-four (24) members, none of whom shall be employees of the Trust. The members shall be the following:

- (a) One (1) appointment from each member of the Board of County Commissioners;
- (b) One (1) appointment by the Executive Mayor;
- (c) The Miami-Dade County Manager or his designee;
- (d) The President of the Vizcayans;
- (e) The Chairperson of the Foundation of Villa Vizcaya;
- (f) The President of the Guides;
- (g) The Chairperson of the Black Archives, History and Research Foundation of South Florida, Inc. or designee;
- (h) A Representative of the Deering/Danielson Family chosen by the Trust;
- (i) The President or Chairperson of the Cultural Affairs Council.
- (j) The Director of the Miami-Dade Park and Recreation Department.
- (k) The Chairperson of the Miami-Dade Hispanic Advisory Board.
- (l) The Chairperson of the Miami-Dade Asian American Advisory Board.

Individuals shall be appointed based on the following criteria:

- (a) Knowledge of and demonstrable service to Vizcaya Museum and Gardens;
- (b) Knowledge of and service to museums;
- (c) Representation of the diverse populations of the Miami-Dade County community;
- (d) Ability to expand involvement in Vizcaya to communities that have historically not utilized and supported Vizcaya; and
- (e) Special expertise in areas of museum collections, architectural preservation, environmental science, history, museum interpretation, landscaping, or historic preservation.

Members of the Trust shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Each member must sign and abide by a code of ethics modeled after the most recent American Association of Museum's Code of Ethics.

B. *Vacancies on Board of Trustees.* Vacancies on the Board of Trustees shall be filled in the same manner by which the original Trustees were appointed, with a special emphasis on choosing persons who represent the demographic composition of the entire community. When an initial or subsequent vacancy exists, the Executive Director of Vizcaya Museum and Gardens shall notify the appointing entity by registered mail, return receipt requested. Such notice shall inform the appointing entity of the vacancy and the fact that the Board of Trustees shall appoint an individual to serve if the vacancy is not filled within ninety (90) days of receipt of the notice. Upon expiration of ninety (90) days from the date of the delivery of such notice, the Board of Trustees may appoint an individual to serve that position until expiration of the existing term.

C. *Qualifications of Members.* Each member of the Board of Trustees shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, unless the Board of County Commissioners waives the residency requirement by a two-thirds ( 2/3 ) vote of its membership, and shall be of an outstanding reputation of integrity, responsibility, and commitment to serving the community.

D. *Tenure and Removal of Members.* All members shall serve staggered terms of three (3) years each, provided, however, of the original Board of Trustees, the Trust shall select seven (7) members for a term of one (1) year and seven (7) members for a term of two (2) years and nine (9) members for a term of three (3) years. No trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each unless so authorized by two-thirds ( 2/3 ) vote of the full membership of the Board of County Commissioners. Trustees may be removed in accordance with the provisions of Chapter 2-11.38 of the Code of Miami-Dade County.

E. *Organization of the Board of Trustees.*

1. *Officers.* The Trust shall organize after the members thereof have qualified to serve and shall, each fiscal year, elect one (1) of its voting members as chairperson and one (1) of its voting members as vice-chairperson and shall designate a secretary who may or may not be a member of the Board, and such other officers as the Trust may determine to be necessary. In addition, the Trust shall make, adopt and amend by-laws, rules and regulations for its own governance and for the operation, governance, restoration, preservation and maintenance of designated facilities.

2. *Meetings.* The Trust shall hold regular meetings, no less than six (6) times per year, and such other meetings, as it deems necessary. Nine members shall constitute a quorum. Minutes shall be kept of all meetings of the Trust and all meetings shall be duly noticed to the public.

3. *Committees.* The chairperson shall nominate and the Trust shall appoint the chairperson and members of such committees as the Trust shall find helpful to their mission, however, no authority to act or speak in the name of the Trust shall be delegated to a committee. Each committee shall be chaired by a duly appointed member of the Trust, however, committee membership may include persons who are not members of the Trust. The Trust may establish or eliminate committees at its discretion.

4. *Applicability of County rules and procedures.* The Trust shall at all times operate under the Florida Open Government laws, including the "Sunshine Law," public meeting laws and public records laws and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Sec. 1112-11.1 of the Code of Miami-Dade County.

5. *Voting Requirements.* Trustees may not designate alternates to vote on their behalf or vote by proxy.

6. *Protection from personal liability.* The members of the Trust may be included as insureds within the terms of any comprehensive general and professional liability insurance policies adopted by Miami-Dade County for the benefit of the Trust. Members shall, while acting within the scope of their duties, also be entitled to personal liability protection by Miami-Dade County, to the same extent that Miami-Dade employees and agents have such protection. Through the County Budgetary process, the Trust is empowered to obtain such additional Trust member's liability insurance as the Trust shall determine to be necessary, and the expense of such insurance shall be an expense of the Trust.

7. *Restriction on the Board.* Neither the Trust nor any of its members shall direct or request the appointment of any person to, or his removal from their position by the Executive Director or any of his subordinates, or take part in the appointment or removal of Miami-Dade employees at Vizcaya, provided, however, that the Trust and its members may take such actions regarding the removal and appointment of the Vizcaya Director as provided in this article. Except for the purpose of inquiry, the Trust and its members shall deal with the employees at Vizcaya solely through the Executive Director and neither the Trust nor any members thereof shall give orders to any subordinates of the Executive Director, either publicly or privately. Any willful violation of the provisions of this section by a member of the Trust shall be grounds for his or her removal from office by an action brought in the Circuit Court by the State Attorney of this County. No Board member shall be eligible for the position of Director during or within two (2) years after the expiration of his or her latest term as a Board member.

8. *Attendance requirement.* Notwithstanding any other provision of this Code, any board member shall be automatically removed if, in a given fiscal year:

- (i) He or she is absent from two (2) consecutive meetings without an acceptable excuse;
- (ii) He or she is absent from three (3) of the Board's meetings without an acceptable excuse; or
- (iii) Whether excused or not, he or she misses two-thirds ( 2/3 ) of the Board's meetings in a given fiscal year. A member shall be deemed absent from a meeting when he or she is not present at the meeting at least seventy-five (75) percent of the time. An "acceptable excuse" is defined as an absence for medical

reasons, business reasons, personal reasons, or any other reason which the Trust, by a two-thirds ( 2/3) vote of the membership, deems appropriate. By a two-thirds ( 2/3) vote of the members of the full Board of Trustees, the provisions of this section may be waived.  
(Ord. No. 98-112, § 3, 7-21-98; Ord. No. 00-126, § 1, 10-3-00)

Sec. 2-1114. Initial transitional scope of Trust authority.

For the transition period commencing from the effective date of the ordinance from which this article derives to October 1, 2000, the powers of the Trust include the following:

1. Prepare the Mission Statement for the Vizcaya Museum and Gardens. This Mission Statement shall meet AAM requirements and must address the purpose, function, membership, outreach, and aspirations of Vizcaya Museum and Gardens. It shall include short and long-term strategic plans for the operation, maintenance, interpretation, preservation and restoration in perpetuity of the Vizcaya Museum and Gardens, including the Farm Village, as a self-sustaining, AAM accredited museum of fine arts of national stature. Once approved by the Board of County Commissioners, the Mission statement will govern all actions by Miami-Dade County and its agents and employees concerning Vizcaya Museum and Gardens. The Trust may amend the Mission Statement from time to time, which shall be effective upon approval of the Board of County Commissioners.
  2. Establish written schedules of rates, charges, and fees relating to Vizcaya, which shall be effective upon approval by the Board of County Commissioners.
  3. Develop policies regarding Vizcaya Museum and Gardens which shall be binding on all Miami-Dade County departments, agents, users, and employees once approved by the Board of County Commissioners. The Trust shall develop policies governing and overseeing the management of:
    - (a) The role of support groups, including recognition, affiliation with the Museum and Gardens, creation, dissolution, oversight, audit, reporting requirements, use of the Vizcaya Museum and Gardens name, use of facilities, and community outreach by support groups;
    - (b) Membership programs;
    - (c) Education programs;
    - (d) Fee waivers and reductions;
    - (e) Acceptance of gifts and grants;
    - (f) Outreach programs for Miami-Dade County communities that have historically underutilized the Museum and Gardens;
    - (g) Preparation for any accreditation and re-accreditation processes;
    - (h) Exhibition policies;
    - (i) Appropriate stewardship of the collection and their management.
  4. Negotiate and recommend contracts and agreements with support groups, which, upon approval by the Board of County Commissioners, shall govern the support groups. Such contracts shall include: the mission statement of the support group; standards to measure the accomplishments of the support group; terms and conditions for use and access to the Museum and Gardens; Miami-Dade County's and the Trust's authority to inspect and audit books and records of support groups; accounting and disposition of fund raising proceeds; reporting requirements; coordination of support group activities; and other related matters. The agreement with the support groups will address fund raising targets which will be based on the aggregate gross revenues of the support groups and contributions in kind by the Vizcaya Volunteer Guides. It is intended that the aggregate of such support group revenues and contributions in kind by the Volunteer Guides will be not less than five hundred fifty thousand dollars (\$550,000) per year, including amounts in excess of five hundred fifty thousand dollars (\$550,000) carried forward from year to year.
  5. Develop such additional appropriate plans and ordinance amendments for the transition of the operation of the Museum and Gardens to a public/private operating partnership similar to the structure of other successful cultural institutions owned by Miami-Dade County.
  6. Exercise its powers regarding the budget of the Museum and Gardens as outlined in this article.
  7. Advise the County Manager, Mayor, Board of County Commissioners, the Director of the Park and Recreation Department, and the Executive Director of Vizcaya on matters relating to the operation and management of the Museum and Gardens.
- (Ord. No. 98-112, § 4, 7-21-98)

Sec. 2-1115. Scheduled expanded scope of Trust authority.

Subject to meeting the requirements set forth in Section 6, after October 1, 2000, the Trust shall have the following additional powers:

1. *Power to act.* The Trust shall be empowered to sue and be sued, to plead and be impleaded, to contract and be contracted with, and to have an official seal and alter the same. This provision shall not be construed to in any way affect the laws relating to governmental immunity.

2. *Contracts.* Except as otherwise provided by this chapter, the Trust as agent and instrumentality of Miami-Dade County, shall be authorized to act for Miami-Dade County in the performance and enforcement of all contracts pertaining to the Trust and designated facilities and existing on the effective date of this chapter, and shall additionally be empowered to negotiate and execute, subsequent to the effective date of this chapter, such contracts as are properly within the powers and duties of the Trust subject to the following limitations:

a. The Trust shall not, without prior approval of the Board of County Commissioners, enter into or amend any contract which shall require the expenditure of funds in excess of the amounts appropriated in the contractual services category of the section of the County budget pertaining to the operation of the Trust.

b. The Trust shall not, without prior approval of the County Commission, enter into or alter any contract the effect of which is to change substantially policies established by the Board of County Commissioners.

c. The Trust shall not be authorized to enter into a contract with any labor union or other organization representing employees without first having obtained the approval of the Board of County Commissioners. The County Manager through the County labor relations officer and the County personnel department shall be responsible for the negotiation of labor agreements with organizations representing Trust employees; however, the Trust and the Director shall be authorized to participate in such negotiations.

d. The Trust shall comply with the formal bid requirements of Section 4.03(D) of the Charter of Metropolitan Miami-Dade County, Florida, and for such purpose the term "Board" as used in Section 4.03(D) shall be construed to be the "Trust" and the term "Manager" shall be construed to be "the Director."

e. For all construction contracts, the Trust shall comply with the provisions of Article 11 of Chapter 10 of the County Code and the administrative procedures adopted pursuant to said section.

f. For all purchases of commodities and services, the Trust shall comply with the provisions of Section 2-8.2 of the County code and the administrative procedures adopted pursuant to said section.

g. It is specifically provided that contracts and amendments thereto executed by the Trust or other obligations incurred by the Trust, shall not be binding upon Miami-Dade County. In the event that the Trust is abolished, obligations of the Trust shall only be enforceable against Miami-Dade County to the extent that such obligations would have been enforceable with regard to business income which would have come into the possession of the Trust had the Trust not been abolished.

h. If the Trust intends to procure goods or services from an entity other than Miami-Dade County, the Trust must also solicit offers from Miami-Dade County. The Trust shall annually present a written report to the Board of County Commissioners that details the date, amounts, and circumstances of each such contract and explains why the offer from Miami-Dade County was not accepted.

3. *Property.* The Trust shall, subject to prior approval of the County Commission be authorized to purchase or otherwise obtain real property, the title to which shall be vested in Miami-Dade County and the possession and operating control of which shall be held in trust for Miami-Dade County under the provisions of this chapter.

The Trust shall not be authorized to sell, convey, mortgage, or otherwise impair or encumber the title to real property.

The Trust shall not, without having previously obtained the approval of the Commission, destroy, replace, or abandon real property. The Trust shall be authorized to maintain and repair designated facilities and may alter, modify, or make additions to such facilities whenever such changes are necessary for the proper operation and maintenance of such facilities. The Trust may buy and sell personal property provided, however, such personal property that constitutes part of the museum collection of the Trust may be sold only with the concurrence of the Board of County Commissioners.

(Ord. No. 98-112, § 5, 7-21-98)

Sec. 2-1116. Requirements for complete transition.

The additional powers and responsibilities shall be exercised by the Trust beyond those described for the initial transition period upon the following being produced and approved by the Board of the County commissioners:

1. A Transitional Plan setting forth the manner in which management of personnel, property and other resources are to be assumed by the Trust from the Park and Recreation Department.

2. Negotiated agreements with all support groups clearly reflecting roles and responsibilities of each in relation to the Trust, including how private fund raising is to be optimized and coordinated with other funding for the benefit of the facilities. Such private fund raising shall conform with the national Standards of Philanthropy established by the National Charities Information Bureau, including the requirement that no less than sixty (60) percent of annual expenses from privately generated funds be dedicated to program activities. The fund raising shall also follow Standards for Charitable Solicitations established by the Council for Better Business Bureaus.
3. By-laws, rules, regulations governing all of the Trust's contemplated activity.
4. Updated mission statement as required by Section 4, Paragraph I of this agreement.
5. Recommended standards of operations, including restoration, preservation and maintenance of the facilities.
6. Audited financial statements for all finances relating to activities supporting the facilities and which are not reflected in the County financial statements.
7. A report of decision-making and business activity indicating the Trusts' demonstrated ability to assume management responsibility of the facilities.
8. A report from the County Manager attesting to compliance with this article and recommendation to proceed with the October 1, 2000 transition.

The above requirements shall be met no later than March 30, 2000. It shall be at the sole discretion of the Board of County Commissioners to determine, at any time, whether to proceed with the complete transition.

(Ord. No. 98-112, § 6, 7-21-98)

Sec. 2-1117. Budget and finances.

1. The Vizcaya Museum and Gardens shall be operated as a proprietary fund. Separate accounts shall be established by the County that will allow for the segregated collection, deposit, maintenance and disbursement of funds derived from the operation of Vizcaya Museum and Gardens. It is intended that funds in such established accounts shall be used for the purpose of supporting the designated facilities, however, nothing shall prevent the use of funds for reimbursement of departmental and county indirect costs in support of the facilities consistent with generally accepted accounting principles as validated by the County's independent external auditor and for Vizcaya Museum and Gardens related activities.
  2. The budget for Vizcaya Museum and Gardens shall be prepared by the Director of Vizcaya with the advice and recommendation of the Trust on official county budget forms in a format prescribed by the County Manager, and, for the transition period, shall be incorporated into the proposed budget of the Park and Recreation Department submitted to the County Manager. In the event any changes to the budget recommended by the Trust are made by any department or the County Manager, the County Manager, with the advice and recommendation of the Trust, shall ensure that the recommendations of the Trust are reported to the County Commission. Effective October 1, 2000, upon meeting the transition requirements of Section 6, the Trust shall prepare the budget for Vizcaya in accordance with this paragraph, but it shall be submitted directly to the County Manager. Nothing contained herein shall be construed to prohibit the Trust from submitting to the County Commission supplemental budget requests which, if approved by the Commission, shall constitute amendments to the official county budget.
- (Ord. No. 98-112, § 1, 7-21-98)

Sec. 2-1118. Executive Director.

- (a) *Autonomy Within Park and Recreation Department.* The Director of Vizcaya Museum and Gardens shall, for the transition period, report directly to the Director of the Park and Recreation Department. In recognition of the unique status and special needs of Vizcaya, the Vizcaya Director shall be afforded the maximum degree of management autonomy within the departmental structure without compromising necessary command and control requirements. Among other matters, the Executive Director shall have the authority and responsibility to alert the County Manager to any matter necessary and essential to protect the accreditation of the Vizcaya Museum and Gardens or to comply with this article. After October 1, 2000, upon meeting the transition requirements of Section 6, the Director of Vizcaya shall report directly to the Trust.
- (b) *Authority and Responsibilities.* Within the confines of reasonable departmental command and control requirements, the Executive Director is authorized to conduct and manage the day-to-day operations of Vizcaya Museum and Gardens, including but not limited to:
  1. Maintain the property, collections, and exhibits;

2. Manage all publications and educational programs;
3. Administer all sales programs;
4. Coordinate all membership, volunteer and support groups and programs;
5. Counsel, hire, terminate, and supervise all staff and employees pursuant to Miami-Dade County personnel rules;
6. Serve as Executive Director of the Trust;
7. Prepare and present the annual budget for the Vizcaya Museum and Gardens to the Park and Recreation Department, the County Manager and the Board of County Commissioners, subject to the advice and recommendation of the Trust;
8. File on behalf of Miami-Dade County all reports, applications, and documentation necessary to secure and maintain the accreditation of Vizcaya Museum and Gardens in accordance with County procedures;
9. Apply for and in conjunction with departmental management, serve as fiscal manager of gifts and grants for Vizcaya, in accordance with County procedures;
10. Ensure appropriate publicity and marketing;
11. Implement policy as established by the Board of County Commissioners and the Trust; and undertake such other activities which will further the mission of the Vizcaya Museum and Gardens within the confines of adopted budgets and operating rules and regulations and through appropriate chains of command.

(c) *Removal and Appointment.* The Director of the Park and Recreation Department, with the approval of the County Manager, shall have the authority to remove the Executive Director. After October 1, 1999, the Director of the Park and Recreation Department, with the approval of the County Manager and the Trust, shall have the authority to remove the Director. After October 1, 2000, upon meeting the transition requirements of Section 1116, the Trust shall have the authority to remove the Director with the concurrence of the County Manager. When a vacancy occurs, the vacancy shall be filled using the following process. No earlier than twenty (20) days and not later than forty-five (45) days from the occurrence of a vacancy, the Trust and the Director of the Park and Recreation Department shall submit the name or names of suitable candidates either jointly or individually to the County Manager, who may appoint from the list, or reject the list and request names of additional candidates. It is the intent that candidates shall be offered by the Trust and department on the basis of a competitive recruitment relying on the requisite level of appropriate experience and training. After October 1, 2000, upon meeting the transition requirements of Section 6, the Trust shall have the power to hire the Executive Director with the concurrence of the County Manager. Prior to October 1, 1999, any interim vacancy shall be filled by the Director of Park and Recreation. After October 1, 1999, any interim vacancy shall be filled by the Director of Park and Recreation, with the approval of the Trust. After October 1, 2000, any interim vacancy shall be filled by the Trust with the concurrence of the County Manager.

(Ord. No. 98-112, § 8, 7-21-98)

Sec. 2-1119. Continuing role of the Park and Recreation Department.

It is intended that the Park and Recreation Department will continue its contribution to the success of the Vizcaya Museum and Gardens. To this end, the Director of the Park and Recreation Department shall have the following responsibilities regarding Vizcaya:

- (a) To exercise the powers regarding the removal and appointment of the Director of Vizcaya as described in this ordinance.
- (b) In the event of a vacancy, to exercise the powers regarding appointment of an interim Director of Vizcaya as described in this ordinance.
- (c) To exercise the powers regarding the budget of Vizcaya described in this ordinance.
- (d) To provide management oversight and to provide recommendations to the County Manager and Trust. In recognition of these responsibilities, the Trust and Director of Vizcaya shall ensure that the Director of the Park and Recreation Department is advised of all reports, recommendations, and other actions affecting the management of the facilities in a timely manner. The Park and Recreation Department shall make its expertise and advice available to the Trust and the Director of Vizcaya at the appropriate times.

(Ord. No. 98-112, § 1, 7-21-98)

Sec. 2-1120. Relationship with Miami-Dade County.

As an agency and instrumentality of Miami-Dade County, the Trust shall be accountable directly to Miami-Dade County and subject to its Legislative and Executive powers. The Executive Director, on behalf of



the Trust, shall serve as liaison to the County through the Park and Recreation Director and County Manager or his designee. This will remain as the official and primary means of communication between the respective parties; notwithstanding, as to day-to-day matters, there will be communication between County personnel, Vizcaya Museum and Gardens Trustees, committee members, personnel, and the County Commission, in compliance with the Sunshine Laws. The Trust described herein shall continue to be subject to modification or abolishment in whole or in part by duly enacted ordinance of the Commission. County Manager shall at all times be empowered to conduct audits of the Trust, its activities and that of the support groups. Legal opinions by the County Attorney's Office shall be binding upon the Trust.

(Ord. No. 98-112, § 10, 7-21-98)

Sec. 2-1121. Liberal construction to effectuate public purpose.

This article, being for the public purpose and for the long-term welfare of the Vizcaya Museum and Gardens facilities and the present and future citizens of Miami-Dade County, Florida, shall be liberally construed to effect the purposes hereof.

(Ord. No. 98-112, § 11, 7-21-98)

Sec. 2-1122. Replacement of policy committee by the Trust.

For the purposes of complying with the deed restrictions, and related agreements governing Vizcaya, the Vizcaya Museum and Gardens Trust shall replace and serve as the Policy Committee.

(Ord. No. 98-112, § 12, 7-21-98) Secs. 2-1123--2-1130. Reserved.

**BYLAWS  
OF  
VIZCAYA MUSEUM AND GARDENS TRUST**

**ARTICLE I  
SCOPE OF BYLAWS AND EFFECTIVE DATE**

**1.1 Scope of Bylaws**

These Bylaws are intended to supplement the matters covered by Ordinance 98-112 without superseding or modifying any of its provisions. In the event of any conflict between the Ordinance and the Bylaws, the text of the Ordinance or any other application ordinance or law, shall govern.

**1.2 Effective Date**

These Bylaws will be effective October 1, 2000, upon the approval of the Board of County Commissioners approving the transition of powers, pursuant to Miami-Dade County Ordinance number 98-112.

**ARTICLE II  
MISSION STATEMENT**

Vizcaya Museum and Gardens preserves in its historical context the legacy of a romantic Italian villa on Biscayne Bay. Through scholarly research and educational programs, Vizcaya fosters a deep appreciation of its architectural and artistic achievements and inspires the residents and visitors of Miami-Dade County to participate in the preservation of our heritage.

**ARTICLE III  
AUTHORITY OF TRUST**

**A. Initial Powers. Section 4 of Ordinance 98-112.**

1. Prepare mission statement that shall govern all County decisions regarding Vizcaya once approved by Board of County Commissioners.
2. Establish schedules of fees and rates for use of Vizcaya, which shall be effective upon approval of Board of County Commissioners.
3. Develop policies regarding support groups, membership programs, fee waivers, gifts, outreach, accreditation, exhibitions, stewardship, etc. which shall be effective upon approval by Board of County Commissioners.

4. Negotiate contracts with the support groups which shall be effective upon approval by Board of County Commissioners.
5. Develop plans and amendments to the ordinance to change the structure to public/private partnership similar to other Miami-Dade museums.
6. Exercise budget powers as described in Article 3 of these bylaws.
7. Advise the Board of County Commissioners and County officials regarding Vizcaya.

B. Additional Powers. Section 5 of Ordinance 98-112.

1. Sue and be sued.
2. Contract regarding Vizcaya, subject to following limitations:
  - a. Contracts must stay within contractual services category of the Trust's budget as approved by the Board of County Commissioners;
  - b. Contracts must conform to policies established by the Board of County Commissioners;
  - c. Separate contracts with unions must be approved by the Board of County Commissioners;
  - d. Contracts must comply with formal bid requirements of section 4.03(D) of the County Charter (generally, sealed competitive bids);
  - e. Construction contracts must comply with Article II of chapter 10 of the County Code (bidding on public projects – small businesses);
  - f. Contracts for commodities and services must comply with provisions of 2-8.2 of the County Code and related administrative procedures (minority Business Enterprises);
  - g. Contracts by Trust shall not be binding on the County beyond business income of the Trust.
  - h. If the Trust procures goods and services from sources outside the County government, it must also solicit offers from the County and annually report why the County offers were not accepted.
3. Property.
  - a. The Trust may purchase and obtain real property when approved by the County;
  - b. The Trust cannot sell, convey, encumber real property;
  - c. The Trust can repair facilities and alter facilities when necessary for the proper operation and maintenance.
  - d. The Trust may buy and sell personal property but may not dispose of items in its collection without concurrence of the Board of County Commissioners.

C. Budget and Finances. Section 7 (2) of Ordinance 98-112.

1. The Trust will prepare the budget which is submitted directly to the County Manager for inclusion in his or her proposed budget to the Board of County Commissioners.

#### ARTICLE IV BOARD OF TRUSTEES

The Board of Trustees is responsible for the direction and control of all matters pertaining to the Vizcaya Museum and Gardens within the limits set forth by the Vizcaya Trust Ordinance, Miami-Dade County Ordinance No. 98-112, and all other applicable county, state and federal laws.

##### 4.1 Appointment of Trustees

Subject to the provisions of Ordinance, the Board of Trustees shall be appointed as follows:

(a) Members. The governing body of the Trust shall be a Board of Trustees composed of twenty-four (24) members, none of whom shall be employees of the Trust. The members shall be the following:

- (i) One appointment from each member of the Board of County Commissioners;
- (ii) One appointment by the Executive Mayor;
- (iii) The Miami-Dade County Manager or his designee;
- (iv) The President of the Vizcayans;
- (v) The Chairperson of the Foundation of Villa Vizcaya;
- (vi) The President of the Guides;
- (vii) The Chairperson of the Black Archives, History and Research Foundation of South Florida, Inc., or designee;
- (viii) A Representative of the Deering/Danielson Family chosen by the Trust;
- (ix) The President or Chairperson of the Cultural Affairs Council;

- (x) The Director of the Miami-Dade Park and Recreation Department;
  - (xi) The Chairperson of the Miami-Dade Hispanic Advisory Board.
  - (xii) The Chairperson of the Miami-Dade Asian American Advisory Board.
- (b) Criteria for Selection of Members. Individuals shall be appointed based on the following criteria:
- (i) knowledge of and demonstrable service to Vizcaya Museum and Gardens;
  - (ii) knowledge of and service to museums;
  - (iii) representation of the diverse populations of the Miami-Dade County community;
  - (iv) ability to expand involvement in Vizcaya to communities that have historically not utilized or supported Vizcaya; and
  - (v) special expertise in areas of museum collections, architectural preservation, environmental science, history, museum interpretation, landscaping, or historic preservation.

Members of the Trust shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Each member must sign and abide by a code of ethics modeled after the most recent American Association of Museum's Code of Ethics.

#### 4.2 Qualifications of Trustees

Each member of the Board of Trustees shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, unless the Board of County Commissioners waives the residency requirement by a two-thirds vote of its membership, and shall be of an outstanding reputation of integrity, responsibility, and commitment to serving the community.

The members of the Board of Trustees are expected to devote time by attending Board Meetings and committee service and shall use their knowledge to promote Vizcaya in the community.

#### 4.3 Term of Trustees

All members shall serve staggered terms of three (3) years each, except the original Board of Trustees; the Trust shall select eight (8) members for a term of one (1) year and seven (7) members for a term of two (2) years and nine (9) members for a term of three (3) years. No trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each unless so authorized by two-thirds (2/3) vote of the full membership of the Board of County Commissioners, Trustees may be removed in accordance with the provisions of Chapter 2- 11.38 of the Code of Miami-Dade County.

Additionally, when the commissioner or executive mayor who appointed a board member leaves office, the term of his or her appointees to County boards shall expire.

#### 4.4 Filling Vacancies

Vacancies on the Board of Trustees shall be filled in the same manner by which the original Trustees were appointed, with a special emphasis on choosing persons who represent the demographic composition of the entire community. When an initial or subsequent vacancy occurs, the Executive Director of Vizcaya Museum and Gardens shall notify the appointing entity by registered mail, return receipt requested. Such notice shall inform the appointing entity of the vacancy and of the fact that the Board of Trustees shall appoint a new member if the vacancy is not filled within ninety days of receipt of the notice. Upon expiration of ninety days from the date of the delivery of such notice, the Board of Trustees may appoint an individual to serve until expiration of the existing term.

#### 4.5 Removal of Trustees

Trustees may be removed for several reasons, including but not limited to:

- (a) violates of attendance requirements, see section 5.9 of Bylaws;
- (b) fails to maintain residency in Miami-Dade County, unless this provision is waived, see section 2-11.38, Miami-Dade County Code.
- (c) Becomes a candidate for elective office, see section 2-11.38, Miami-Dade County Code.
- (d) Is removed by the Commissioner or Mayor who appointed him or her to the Trust, see section 2-11.38, Miami-Dade County Code.

#### 4.6 Financial Disclosure

Trustees shall comply with all applicable State and County Code of Ethics and Financial Disclosure laws. Each member must sign and abide by a Code of Ethics modeled after the most recent American Association of Museum's Code of Ethics.

#### 4.7 Sunshine Law, Public Record, and Conflict of Interest

The Trust shall at all times operate under the Florida Open Government laws, including the "Sunshine Law", public meeting laws and public records laws and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Sec. 2-11.1 of the Code of Miami-Dade County.

#### 4.8 Restriction of the Board

Neither the Trust nor any of its members shall direct or request the appointment or removal of any person from his or her position by the Executive Director or any of his subordinates, or take part in the appointment or removal of Miami-Dade employees at Vizcaya, provided, however, that the Trust may take such actions regarding the removal and appointment of the Vizcaya Director as provided in ordinance 98-112. Except for the purpose of inquiry, the Trust and its members shall deal with the employees at Vizcaya solely through the Executive Director; neither the Trust nor any members thereof shall give orders to any subordinates of the Executive Director, either publicly or privately. Any willful violation of the provisions of this section by a member of the Trust shall be grounds for his or her removal from office by an action brought in the Circuit Court by the State Attorney of this County. No Board member shall be eligible for the position of Director during or within two (2) years after the expiration of his or her latest term as a Board member.

### ARTICLE V EXECUTIVE DIRECTOR

#### 5.1 Duties of the Executive Director

- a. Direct the annual work program for the preservation, maintenance and conservation of the site's grounds, exhibits and collections; manage approved capital projects.
- b. Direct all public access programs to the public through daily tours, educational programs, special events and the museum and gardens store.
- c. Administer all sales programs.
- d. Coordinate fundraising activities of support groups and other volunteer efforts to optimize operating and capital support through membership programs, applications to granting agencies and foundations, solicitation of donors and the development of volunteer support. Direct earned income

activities to achieve operating revenue through such means as attendance, museum store sales, an appropriate property use plan and special events.

e. Supervise all facility personnel and assure compliance with federal, state, and local laws, procedures and policies.

f. Serve as Executive Director of the Vizcaya Museum and Gardens Trust. Coordinate activities of the Trust and its committees. Encourage and facilitate the Trust's involvement in the facility planning process, local policy making, and fundraising. Implement policy as established by the Board of County Commissioners and the Trust; and undertake such other activities that will further the mission of the Vizcaya Museum and Gardens within the confines of adopted plans, budgets and operating rules and regulations.

g. Direct research programs for buildings, grounds, and collections and assure that correct information is integrated into interpretation, planning, and published materials.

h. Design and direct site security and the safety of staff and visitors.

i. Ensure appropriate publicity and marketing.

j. Subject to the approval of the Trust, Prepare and present the annual budget for the Vizcaya Museum and Gardens to the County Manager and the Board of County Commissioners; develop long and short-range plans for ongoing and future programs, preservation, fundraising and development; and implement, monitor, and update plans as necessary. Provide proper fiscal management, control receipts and expenditures, assure that budgeted financial objectives are met, exercise delegated procurement responsibilities in compliance with established procedures. Apply for, and in conjunction with departmental management, serve as fiscal manager of gifts and grants for Vizcaya, in accordance with County procedures.

k. File on behalf of Miami-Dade County all reports, applications, and documentation necessary to secure and maintain the accreditation of Vizcaya Museum and Gardens in accordance with County procedures.

5.2 Appointment and Removal of Executive Director. Section 8(c) of Ordinance 98-112.

1. Appointment of Executive Director



The Trust with concurrence of the County Manager shall have the authority to appoint the Executive Director and set the terms of the appointment including salary and benefits.

2. Removal of Executive Director

The Trust with concurrence of the County Manager shall have the authority to remove the Executive Director.

3. Interim Director

The Trust with concurrence of the County Manager shall have the authority to appoint the Interim Director.

4. Who the Executive Director Reports To

The Executive Director reports directly to the Trust. Section 8 (a) of Ordinance 98-112.

ARTICLE VI  
MEETINGS OF BOARD OF TRUSTEES

6.1 Meetings of Board of Trustees

The Trust shall hold regular meetings, no less than six times per year, and such other meetings, as it deems necessary.

6.2 Minutes

Minutes shall be kept of all meetings of the Trust.

6.3 Election of Officers

The meeting for the election of officers and for the transaction of such other business as may properly come before the Trustees shall be held on such day in the month of October or November in each year at such time and place as the Board of Trustees shall determine and specify in the notice of meeting.

6.4 Regular Meetings

Regular meetings shall be held on such days, times and places as the Board of Trustees shall determine.

6.5 Special Meetings

Special meetings shall be called at any time by the Secretary, upon the request of the President or upon the written demand of any five Trustees.

#### 6.6 Notice of Meetings

All meetings including committees will require a minimum of three days notice.

#### 6.7 Quorum and Voting

Nine members shall constitute a quorum. No meeting shall begin and no action shall be taken until a quorum is present, except for adjournment. Trustees may not designate alternates to vote on their behalf or vote by proxy.

#### 6.8 Abstaining; presumption of Assent

No Trustee may abstain from voting except for an asserted conflict of interest, which must be stated on the record. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

#### 6.9 Attendance Requirements

Any board member shall be automatically removed if, in a given fiscal year: (i) he or she is absent from two consecutive meeting without an acceptable excuse; or, (ii) if he or she is absent from three of the Board's meetings without an acceptable excuse; or (iii) whether excused or not, he or she misses 2/3rds of the Board's meetings in a given fiscal year. A member shall be deemed absent from a meeting when he or she is not present at the meeting at least seventy-five percent of the time. An "acceptable excuse" is defined as an absence for medical reasons, business reasons, personal reasons, or any other reason which the Trust, by a two-thirds vote of the membership, deems appropriate. By two-thirds 2/3) vote of the members of the full Board of Trustees, the provisions of this section may be waived.

### ARTICLE VII COMMITTEES

#### 7.1 Committees

The initial Standing Committees of the Board of Trustees shall be: Executive Committee, Finance and Budget Committee, Membership Outreach and Community Relations Committee, Nominating Committee, Facilities Committee, and Collection Management Committee. The Board of Trustees may establish, from time to time, such additional Standing or ad hoc

Committees as shall be deemed appropriate. No authority to act or speak in the name of the Trust shall be delegated to a committee.

The Chairperson shall nominate and the Trust shall appoint the chairperson and members of such committees as the Trust shall find helpful to their mission. Each committee shall be chaired by a duly appointed member of the Trust, however, committee membership may include persons who are not members of the Trust.

Minutes of the proceedings of each Committee of the Trust shall be kept. Committees can conduct informational meetings and workshops without a quorum; however, a committee cannot adopt a formal recommendation to the Trust without a quorum.

## 7.2 Executive Committee

The Executive Committee shall consist of the officers of the Trust, including the Chairperson, Vice Chairperson, the Chairperson of the Standing Committees, and up to three additional appointees, if requested by the Chairperson of the Trust and affirmed by the Board of Trustees. If the Secretary is a member of the Trust, he or she will also serve as a member of the Executive Committee.

## 7.3 Finance and Budget Committee

The Chairperson of the Finance and Budget Committee shall give to the Trust independent advice regarding the financial affairs and the annual audit report of Vizcaya Museum and Gardens. The Committee shall advise the Trust how to limit the Trust's investment to those which are permitted under the laws of the State of Florida and to comply with any restrictions on gifts accepted by the Trust. All gifts to the museum over five thousand dollars (\$5,000.00) shall be approved by the Board of County Commission.

## 7.4 Membership Outreach and Community Relations Committee

This Committee will make policy recommendations to the Trust concerning membership, outreach and community relations.

## 7.5 Nominating Committee

At least thirty days prior to each meeting of the election of officers of the Trust, and as frequently as is necessary to fill vacancies in unexpired terms of Trustees, the Nominating Committee shall prepare and submit to the Trust a slate of nominees for the election of Officers or appointment to the Trust. The Nominating Committee will recommend to the Trust, who shall recommend to the appointing entity, regarding vacancies on the Trust. The recommended slate is advisory only and Trust shall have the power to nominate and appoint any person otherwise meeting the requirements of law.

7.6 Facility Committee

This Committee will make policy recommendations to the Trust concerning Vizcaya facilities.

7.7 Collection Management Committee

This Committee will make policy recommendations to the Trust concerning Collection Management.

ARTICLE VIII  
DUTIES OF OFFICERS

8.1 Election of Officers

At each meeting for the election of Officers of the Board of Trustees, the Board of Trustees shall elect one of its voting members as Chairperson, Vice Chairperson and designate a Secretary who may or may not be a voting member. The Board may also elect any other additional officers deemed necessary. Officers of the Trust shall serve without compensation.

8.2 Duties of Officers

(a) Chairperson

The Chairperson shall preside at all meetings of the Executive Committee, and the Board of Trustees. The Chairperson will be a member of all Committees but will not count for purposes of a quorum.

(b) Vice Chairperson

The Vice Chairperson of the Board shall act as Chairperson of the Board in the absence of the Chairperson and when so acting shall have such responsibilities and powers of the Chairperson. The Vice-Chairperson shall have such duties as may be fixed by the Chairperson or the Board of Trustees.

(c) Secretary

The Secretary shall keep a record in permanent form of all meetings of the Board and shall send out notices of all meetings of the Board of Trustees. The Secretary may or may not be a voting member of the Trust. The Secretary shall maintain a record of attendance of the Trustees at the regularly scheduled Board meetings. The Secretary shall advise the Chairperson and the Board of noncompliance with the attendance requirements.

(d) Treasurer

The Chairperson of the Finance and Budget Committee shall serve as the Treasurer and give independent advice regarding the financial affairs and the annual audit report of Vizcaya Museum and Gardens to the Trust.

ARTICLE IX  
INDEMNIFICATION

9.1 Indemnification of Officers and Trustees

The members of the Trust may be included as insureds within the terms of any comprehensive general and professional liability insurance policies adopted by Miami-Dade County for the benefit of the Trust. Members shall, while acting within the scope of their duties, also be entitled to personal liability protection by Miami-Dade County, to the same extent that Miami-Dade employees and agents have such protection. Through the County Budgetary process, the Trust is empowered to obtain such additional Trust member's liability insurance as the Trust shall determine to be necessary, and the expense of such insurance shall be an expense of the Trust.

ARTICLE X  
AMENDMENT OF BY-LAWS

The Bylaws of this Trust may be amended provided that any such amendments are presented at a first meeting and adopted at a subsequent meeting.

**Minutes of the Board of Trustees**  
**Vizcaya Museum and Gardens**  
**January 10, 2007**

**TRUSTEES PRESENT**

Mark Bisbing  
Carlton Cole, Treasurer  
Richard de Agüero  
Dorothy Jenkins Fields  
Mireille Chancy Gonzalez  
Cathy Jones, Vice Chair  
Donald Kress  
Jorge Luis Lopez  
William Meyersohn  
Alex Muñoz  
Eleanor Simpson  
Reinaldo Valdes  
George Volsky

**TRUSTEES EXCUSED**

Max Blumberg  
Arva Moore Parks  
Norma Quintero  
Jeffrey Rynor, Chair  
Irma Reboso Solares, Secretary

**TRUSTEES ABSENT**

Frank Bolaños  
Jose Fuentes  
Vivian Donnell Rodriguez  
Ana Moran Varela

**TRUSTEES PRESENT LESS THAN 75%**

None

**COUNTY ATTORNEY PRESENT**

Tom Logue, Esq.

**STAFF PRESENT**

Holly Blount  
Kyndal Campbell  
Luis Correa  
Theresa Gerlach  
Joel Hoffman, Executive Director  
Remko Jansonius  
Laurie Ossman  
Allison Tolbert  
Stefania Van Dyke

**OTHERS PRESENT**

Lynn Summers  
Annette Diaz

**CALL TO ORDER** – In the absence of Chairman Rynor, the meeting was called to order by Vice Chair Cathy Jones at 5:38 p.m.

**NEW TRUST MEMBER** – Mireille Chancy Gonzalez (appointed by Commissioner Moss), was introduced by Ms. Jones, and welcomed by all.

## MINUTES

Acting Chair Cathy Jones requested approval of the minutes of the previous meeting held on November 8, 2006. **MOTION:** George Volsky moved to approve the minutes as submitted. Motion was seconded by Mark Bisbing, and passed unanimously.

**CORRECTION TO THE RECORD** – Executive Director Joel Hoffman corrected an error in the previous minutes, pertaining to whether or not there were living descendents of Claire Mendel. He explained that Mr. Mendel's grandson, Edward Mendel, had been located.

## COLLECTIONS COMMITTEE REPORT

### a.) Resolution 079201: Ratification of Collections Policy

Ms. Cathy Jones referred to a memorandum, included in meeting packets, providing background information for approval of Resolution No. 079201, entitled: "Resolution Approving the Vizcaya Museum and Gardens Collections Management Policies and Procedures in Substantially the Form Attached."

Collections Committee member Mark Bisbing spoke on behalf of the committee, noting that the document (Resolution 079201) was unanimously approved by the Collections Management Committee for consideration by the Trust. Vizcaya's Deputy Director for Collections and Curatorial Affairs, Laurie Ossman, spoke about the importance of this document as it relates to Vizcaya's re-accreditation by the American Association of Museums. Mark Bisbing added that, after the initial meeting, the Collections Management Committee hosted a workshop to which all Trust members were invited. Executive Director Hoffman noted that in order to avoid copying the entire document again, he had produced a document (included in meeting packets) that explicitly listed all of the changes, along with the revised pages that could be inserted into previous document. The Collections Management Policies and Procedures document was well received.

Following discussion, a motion to approve Resolution No. 079201 was made by Mark Bisbing, seconded by George Volsky, and passed unanimously.

## TREASURER'S REPORT

Treasurer Carlton Cole referred to the financial report included in meeting packets. There was general discussion and review of the report. The new color format was accepted as a favorable change.

## CHAIR'S REPORT

### a.) Various Updates

Acting Chair Cathy Jones referred to a nine-page report entitled "Overview of Department Accomplishments" (included in meeting packets), highlighting the accomplishments that had occurred during the period October 1, 2005-September 30, 2006.

**b.) Motion 079202: Trust Sunset Review**

Ms. Jones referred to a memorandum providing background information for Motion No. 079202, suggesting that: "The Vizcaya Museum and Gardens Trust approves the Sunset Review of County Boards Questionnaire in substantially the form attached." Following discussion, a motion to approve this Motion No. 079202 was made by Richard de Agüero, seconded by Mark Bisbing, and passed unanimously.

**c.) Motion 079203: Executive Director's Compensation**

Ms. Jones referred to a memorandum providing background for Motion 079203 pertaining to the Executive Director's compensation. Jorge Luis Lopez moved to approve the aforementioned motion. Motion was seconded by George Volsky, and passed unanimously.

**d.) Resolution 079204: Emergency Repair of Herm Statue**

Ms. Jones deferred to Executive Director Hoffman who briefly explained Resolution 079204, entitled: "Resolution Authorizing the Waiver of Formal Bid Procedures and Provisions of Administrative Order 3-38, and Authorizing the Executive Director of Vizcaya Museum and Gardens to Procure Emergency Repairs to a Herm Statue in Vizcaya's Entrance Piazza by Conservation Solutions, Inc. at a Cost of \$60,800."

Executive Director Joel Hoffman explained the motivations for this request, as specified in the memorandum. Jorge Luis Lopez, although supportive of this action, recommended that competitive bids be secured whenever possible. In response to Donald Kress's inquiry about insurance reimbursement for this damage, Director Hoffman responded that the incident was captured on surveillance camera, a police report was filed, and there was an admission of responsibility by the driver. For the record, Jorge Lopez reiterated his concern about circumventing the bid process, stating that it benefits us to consider a competitive process to secure these services on a work-order basis so as to avoid having to contract with them every time that we have an incident or a situation. He encouraged Director Hoffman to look into this as quickly as possible to create a vehicle in order for us to avoid further waivers of competitive bid. Hoffman indicated that we are looking into building that into the budget, but that we do not yet have a line item allocation for masonry repairs that would allow this.

A motion to approve Resolution No. 079204 was made by Jorge Luis Lopez, seconded by Dorothy Jenkins Fields, and passed unanimously.

**e.) Motion 079205: Extension for Guides to Revise Bylaws**

Acting Chair Jones referred to a memorandum providing background information for Motion 079205, requesting that "The Vizcaya Museum and Gardens Trust approves the Vizcaya Volunteer Guides' Request for a Two-Month Extension to Propose Bylaws Revisions to the Vizcaya Museum and Gardens Trust."



George Volsky moved to approve the aforementioned motion. Motion was seconded by Jorge Luis Lopez, and passed unanimously with the exception of Vizcaya Guides President Eleanor Simpson who recused herself from this vote.

**f.) Resolution 079206 – Extension of Scope for Carpentry Services**

Acting Chair Cathy Jones referred to a memorandum providing background information for Resolution No. 079206, entitled: "Resolution Amending Resolution 069222 (which authorized the waiver of formal bid procedures and provisions of Administrative Order 3-38 for the procurement of urgently needed carpentry services from Sander Willig by Vizcaya Museum and Gardens in an amount not to exceed \$10,000), Authorizing the Executive Director to Approve Additional Carpentry Services by Sander Willig in an Amount Not to Exceed \$6,000."

Following brief remarks by Executive Director Hoffman, a motion to approve was made by Mireille Chancy Gonzalez. Motion was seconded by Mark Bisbing, and passed unanimously.

**g.) Update on Science Museum**

Ms. Jones deferred to Assistant County Manager Alex Muñoz who provided an overview of the status of the Museum of Science agreement, and plans for capital improvements to the historic Paint Building. Relative to the Paint Building work, Muñoz recommended that Director Hoffman and Museum of Science President Gillian Thomas work through the County Manager's Office and with Ivan Rodriguez (Historic Preservation Director). Muñoz also described a revision to the Lease Agreement between the County and the Museum of Science, stating that the term for the agreement would be the earlier of ten years, retroactive to September 2006, or when the Museum of Science leaves their current premises and moves into their new facility at Museum Park. Muñoz added that the County Manager's Office is committed to the best interest of Vizcaya Museum and Gardens, the Museum of Science, as well as Miami-Dade County.

County Attorney Tom Logue provided additional information about the history of the original lease, noting that the amendment would be going before the County Commission soon. He clarified that it would be subject to extensions of time, and subject to the Museum of Science's certificate of occupancy for their new facility.

Jorge Luis Lopez expressed his support of the effort because of its impact on Vizcaya. He noted that there was no way we could anticipate whether the Museum of Science would seek to retain some of the facility, but that he wished to go on record supporting the County Manager in this endeavor and thanking him for his work with Alex Muñoz and Tom Logue. He also indicated how important it was that the Trust support this initiative, as it would benefit Vizcaya.

Alex Muñoz stated his intent to put this item on the BCC agenda in February, during the next round of Committee meetings.

Director Hoffman also added his appreciation to Alex Muñoz and Tom Logue for the efforts in shepherding this item through the process.

## SUPPORT GROUP REPORTS

### THE VIZCAYANS

The Vizcayans' President, Norma Quintero, was unable to attend this meeting.

Chairman of The Vizcayans' Endowment and Major Gifts Committee, Don Kress reported on the prior night's successful cultivation event, which featured pianist Misha Dacic. Attended by about 70 people, it was reported to be a wonderful event to which donors and potential donors were invited. Special thanks were extended to Carlton and Andrea Cole for their support in hosting the performer in their home and for underwriting the cost of transporting the Steinway piano to Vizcaya for the event. It is hoped that this will lead to new endowment donors.

Mr. Kress also reported that the Endowment Dinner would be held at Vizcaya on March 6<sup>th</sup>. He noted that several people had already signed up for the event with a contribution of \$10,000. Mr. Kress noted that participation in the Dinner previously required a \$5,000 commitment. Trust members were encouraged to approach individuals, who may be prospective Endowment donors and stated that either he or Vizcaya's Deputy Director for Advancement Dennis Fruitt would be happy to put a package together and meet with such individuals.

Mr. Kress announced that another cultivation event is planned for February 6<sup>th</sup> featuring Vizcaya's own Deputy Director for Collections and Curatorial Affairs Laurie Ossman. Ms. Ossman added that title of her talk would be "Emperors, Gods, and Gladiators."

### VIZCAYA VOLUNTEER GUIDES

Guides' President Eleanor Simpson provided the following updates:

November 2006: Guides provided 385 tours to 5,629 visitors.

December 2006: Guides provided 388 tours to 6,390 visitors.

## DIRECTOR'S REPORT

Executive Director Joel Hoffman began by extending thanks to Ms. Jones for chairing the meeting, to Assistant County Attorney Tom Logue for his assistance with the various resolutions, and to all Trust members present – for their vote of support earlier in the meeting.

Hoffman continued with the following updates:

### a.) University of Pennsylvania Press Book

Executive Director Hoffman shared the long-awaited book from the University of Pennsylvania Press, entitled "*Vizcaya: An American Villa and Its Makers*." Hoffman offered a complimentary copy to all Trust members. He also noted that a postcard (included in meeting packets) was developed by our Marketing Director for mailing to The Vizcayans' membership, as well as the stakeholders list that was compiled as a team effort. This list consists of about 600 names of key opinion makers within the County, the State, etc., to whom all of our promotional pieces will be

mailed. Members were referred to the *Wall Street Journal* article (included in meeting packets) featuring the new book; and Lynn Summers was thanked for her role in introducing the book to the journalist responsible for the article. Additional articles about the book were also included in meeting packets. Hoffman noted that his plans to make a formal citizen's presentation to the Board of County Commissioners, and to provide commissioners with a copy of the book, as well. Co-author Witold Rybczynski participated in a lunch and lecture series (a Vizcayans' fund-raising endeavor), and he also gave an evening lecture at Vizcaya. Co-author Laurie Olin would be at Vizcaya for a lecture on February 21<sup>st</sup>.

**b.) Organ CD**

Director Hoffman provided a CD to all Trust members, noting that this just-produced CD captures fourteen historic organ rolls played by Vizcaya's organ, and that it came about from recordings created by Gustavo Matamoros in the context of his Contemporary Arts Project installation.

**c.) Program Brochure**

Hoffman shared a brochure that is being made available to our visitors to explain and announce the current Contemporary Arts Project (CAP), a sound installation by Gustavo Matamoros. Hoffman provided an overview of this project, as well as upcoming CAP events, the next of which will feature high-profile New York-based artist Anna Gaskell. The staff of Vizcaya's Learning Division was complimented on their work with GSA in pulling the program brochure together.

**d.) Press Overview**

Director Hoffman referred to the array of press clippings, provided in meeting packets by Marketing Director Holly Blount. Credit was also given to Laurie Ossman and Remko Jansonius for their work in getting an extensive article about James Deering, up on Wikipedia.

**ADJOURNMENT**

At 6:40 p.m., a motion to adjourn was made by George Volsky, with unanimous consent.

**2007 MEETING SCHEDULE**

The upcoming meeting schedule is as follows. Meetings begin at 5:30 p.m., and are usually held on the 2<sup>nd</sup> Wednesday of every other month.

~~Mar. 14, 2007~~ New date: Thursday, March 15 2007  
May 9, 2007  
July 11, 2007  
Sept. 19, 2007 (3<sup>rd</sup> Wed.)  
Nov. 14, 2007